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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

METAVANTE CORPORATION,

Appellant,

v.

LEHMAN BROTHERS HOLDINGS INC. et al.

Appellees.

Case No. 09-CIV-09839 (JSR)

STIPULATION WITHDRAWING APPEAL

WHEREAS, on October 23, 2009, appellant Metavante Corporation (“Metavante”) filed its Notice of Appeal, appealing the Order Pursuant to Sections 105(a), 362 and 365 of the Bankruptcy Code to Compel Performance of Contract and to Enforce the Automatic Stay (the “Order”) entered by the Bankruptcy Court on September 17, 2009 (Peck, U.S.B.J.), which granted the Debtors’ Motion Pursuant to Sections 105(a), 362 and 365 of the Bankruptcy Code to Compel Performance of Metavante Corporation’s Obligations Under an Executory Contract and to Enforce the Automatic Stay (the “Motion”), and the Order Denying Motion of Metavante

Corporation to Alter or Amend the Court's Order Granting Lehman Brothers Special Financing Inc. and its Affiliated Debtors' Motion to Compel Performance and Enforce the Automatic Stay entered by the Bankruptcy Court on October 23, 2009; and

WHEREAS, on November 30, 2009, the appeal was entered on the docket of this Court;

WHEREAS, Lehman Brothers Holdings Inc., its affiliated debtors and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. et al. are the appellees to this appeal; and

WHEREAS, the parties entered into a resolution; and

WHEREAS, on March 16, 2010, this Court referred the settlement to the Bankruptcy Court for approval; and

WHEREAS, on April 15, 2010, the Bankruptcy Court entered an Order Granting Debtors' Motion for Approval of a Settlement Agreement with Metavante Corporation; and

WHEREAS, Metavante has agreed to withdraw the Appeal;

NOW, THEREFORE, the parties hereby AGREE AND STIPULATE AS FOLLOWS:

1. The appeal filed by Metavante is hereby withdrawn;

2. This Stipulation may be executed in counterparts and by facsimile with the original signatures to be provided as soon as practicable thereafter.

Dated: May 27, 2010

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